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July 17, 2006

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Mr. Charles L. A. Terreni
Chief Clerk/Administrator
South Carolina Public Service Commission
Synergy Business Park, The Saluda Building
101 Executive Center Drive
Columbia, South Carolina 29210

Re: FRC, LLC
Application for a Certificate of Public Convenience and Necessity to Provide
Intrastate Telecommunications Services as a Carrier's Carrier
Docket No. 2006-42-C

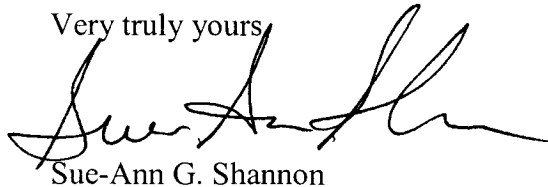
Dear Mr. Terreni:

Enclosed for filing please find an original and ten (10) copies of a Proposed Order in the above-referenced matter. By copy of this letter and Certificate of Service, all parties of record are being served with a copy of this Proposed Order via U.S. Mail.

Please clock in a copy and return to our courier.

Thank you for your assistance.

Very truly yours,



Sue-Ann G. Shannon

Enclosures

cc: David Butler, Hearing Examiner (hand delivery)
Parties of Record (U.S. Mail)

STATE OF SOUTH CAROLINA
BEFORE THE PUBLIC SERVICE COMMISSION

DOCKET NO. 2006-42-C

In Re:

Application of FRC, LLC,)
for a Certificate of Public Convenience)
and Necessity to Provide Intrastate)
Telecommunications Services as)
a Carrier's Carrier)
_____)

PROPOSED ORDER

This matter comes before the Public Service Commission of South Carolina ("the Commission") by way of Application of FRC, LLC ("FRC" or "the Company"), requesting a Certificate of Public Convenience and Necessity to authorize it to provide intrastate telecommunications services as a carrier's carrier. The Company's Application was filed pursuant to S.C. Code Ann. § 58-9-280 (Supp. 2005) and the rules and regulations of the Commission.

The Commission's Docketing Department instructed FRC to publish, one time, a Notice of Filing in newspapers of general circulation in the areas of the State affected by the Application. The purpose of the Notice of Filing was to inform interested parties of the Application of FRC and of the manner and time in which to file the appropriate pleadings for participation in the proceeding. FRC complied with this instruction and provided the Commission with proofs of publication of the Notice of Filing. No petitions to intervene were filed.

On April 6, 2006, FRC and the Office of Regulatory Staff ("ORS") entered into a settlement agreement, which is attached hereto as Order Exhibit No. 1. A hearing was convened on June 5, 2006, at 11:30 a.m., in the Commission meeting room in Columbia, South Carolina, before David Butler, Hearing Examiner. FRC was represented by M. John

Bowen, Jr., Esquire, and Sue-Ann Gerald Shannon, Esquire. ORS was represented by Shannon Bowyer Hudson, Esquire.

Terry R. Metze, Jr., General Manager, as well as Secretary and Treasurer, of FRC, testified in support of the Application. The record reveals that FRC is a limited liability company organized under the laws of the State of South Carolina. Mr. Metze testified that FRC proposes to provide intrastate service for interLATA and intraLATA service between two points in the State of South Carolina to certificated carriers in South Carolina and proposes to offer these services throughout the State. He explained that the Company will provide point-to-point service where facilities are available for the transmission of data signals, using a combination of coaxial, fiber optics and microwave. FRC will not provide service to end-users, but only to certificated carriers within South Carolina. Moreover, FRC plans to offer its services in accordance with individual contracts negotiated with customers, and the applicable regulations, rates, charges, and other terms and conditions will be provided pursuant to the terms prescribed in the tariff.

Mr. Metze also discussed FRC's technical, financial, and managerial resources necessary for implementation of the services proposed. He stated that FRC possesses sufficient financial resources to support its operations in South Carolina, as set forth in the exhibits accompanying the Company's Application. FRC's Application and Mr. Metze's testimony are evidence that FRC's management team possess extensive experience in the telecommunications industry. The record reflects that FRC will operate in accordance with Commission rules and regulations and, further, will provide services pursuant to the rules, regulations, rates, and other terms and conditions as set out in an approved tariff. The record further shows that the Company filed a revised proposed tariff reflecting its discussions with ORS.

Mr. Metze testified that approval of FRC's Application would serve the public interest because the Company will provide reliable service, route diversity, and competitive

prices to South Carolina telecommunications carriers, thereby ultimately benefiting consumers in South Carolina. Mr. Metze, on behalf of the Company, requested a waiver so that FRC may be permitted to keep its financial books and records according to the Generally Accepted Accounting Principles (GAAP) rather than according to the Uniform System of Accounts (USOA).

After full consideration of the applicable law, the Company's Application and accompanying exhibits, and the evidence presented at the hearing, the Commission hereby issues its findings of fact and conclusions of law:

FINDINGS OF FACT

1. FRC is a limited liability company organized under the laws of the State of South Carolina.
2. FRC desires to provide intrastate telecommunications services as a carrier's carrier.
3. We find that FRC possesses the managerial experience and capability to operate as a carrier's carrier in South Carolina.
4. We find, based on the financial statements submitted by the Company, that FRC possesses sufficient financial resources to provide the services described in its Application.
5. We find that the issuance of a Certificate of Public Convenience and Necessity to FRC to operate as a carrier's carrier in South Carolina would be in the public interest of the citizens of South Carolina through provisioning of reliable service, route diversity, and competitive prices to South Carolina telecommunications carriers.
6. We find that exemption from the policies that would require the Company to keep its records under the USOA is reasonable.
7. The Company has the managerial, technical, and financial resources to provide the services as described in its Application. S.C. Code Ann. § 58-9-280(B)(1) (Supp. 2005).
8. The Commission finds that the services to be provided by the Company will meet the service standards of the Commission. S.C. Code Ann. § 58-9-280(B)(2) (Supp. 2005).

9. The Commission finds that the Company's "provision of service will not adversely impact the availability of affordable local exchange service." S.C. Code Ann. § 58-9-280(B)(3) (Supp. 2005).

CONCLUSIONS OF LAW

1. The Commission concludes that FRC possesses the managerial, technical, and financial resources to provide the telecommunications services as described in its Application.

2. The Commission concludes that FRC will provide services that will meet the service standards of the Commission.

3. The Commission concludes that approval of FRC's Application to provide intrastate telecommunications services as a carrier's carrier within South Carolina will serve the public interest by enhancing competition in the State of South Carolina through provision of reliable service, route diversity, and competitive prices to South Carolina telecommunications carriers.

4. The Commission concludes that the provision of telecommunications service by FRC will not adversely impact the public interest.

5. The Commission concludes that issuance of authority to provide intrastate telecommunications services as a carrier's carrier, as requested by FRC and set forth in its Application, is in the best interests of the citizens of the State of South Carolina.

6. The Commission concludes that a Certificate of Public Convenience and Necessity should be granted to FRC to provide intrastate telecommunications services as a carrier's carrier.

7. The Commission concludes that strict compliance with policies requiring the use of USOA would cause an undue hardship and, therefore, grants an exemption so that the Company can keep its financial books and records in accordance with GAAP.

IT IS THEREFORE ORDERED, ADJUDGED, AND DECREED THAT:

1. A Certificate of Public Convenience and Necessity should be granted to FRC to provide intrastate telecommunications services as a carrier's carrier.

2. If it has not already done so by the date of issuance of this Order, FRC shall file a revised tariff and an accompanying price list for any applicable rates within thirty (30) days of receipt of this Order. The revised tariff shall be consistent with the findings of this Order and shall be consistent with the Commission's rules and regulations, as well as the provisions of the FRC-ORS settlement agreement.

3. FRC shall file annual financial information in the form of annual reports and gross receipts reports as required by the Commission. The annual report and the gross receipt report will necessitate the filing of intrastate information. Therefore, FRC shall keep financial records on an intrastate basis for South Carolina to comply with the annual report and gross receipts filings. The proper form for filing annual financial information can be found at the Commission's website at www.psc.sc.gov/reference/forms.asp or at ORS's website at www.regulatorystaff.sc.gov. The title of this form is "Telecommunications Company Annual Report." This form shall be utilized by the Company to file annual financial information with the Commission and ORS and shall be filed no later than **April 1st**.

Commission gross receipts forms are due to be filed with the Commission and ORS no later than August 31st of each year. The proper form for filing gross receipts information can be found at the ORS website at www.regulatorystaff.sc.gov, and the appropriate form is entitled "Gross Receipts Form."

Each telecommunications company certified in South Carolina is required to file annually with ORS the Intrastate Universal Service Fund (USF) worksheet, which may be found on ORS's website at www.regulatorystaff.sc.gov. This worksheet provides ORS

information required to determine each telecommunications company's liability to the State USF fund. The Intrastate USF worksheet is due to be filed annually no later than **August 15th** with the Commission and ORS.

4. The Company shall, in compliance with Commission regulations, designate and maintain an authorized utility representative who is prepared to discuss, on a regulatory level, customer relations (complaint) matters, engineering operations, tests, and repairs. In addition, the Company shall provide to the Commission and ORS in writing the name of the authorized representative to be contacted in connection with general management duties as well as emergencies that occur during non-office hours. FRC shall file the names, addresses, and telephone numbers of these representatives with the Commission within thirty (30) days of receipt of this Order. The "Authorized Utility Representative Information" form can be found at the Commission's website at www.psc.sc.gov/reference/forms.asp or, alternatively, ORS's website at www.regulatorystaff.sc.gov; this form shall be utilized for the provision of this information to the Commission and ORS. Further, the Company shall promptly notify the Commission and ORS in writing if the representative information has changed.

5. The Company is directed to comply with all rules and regulations of the Commission, unless a regulation is specifically waived by the Commission.

6. FRC also requests that it be exempt from record-keeping policies that require a carrier to maintain its financial records in conformance with the Uniform System of Accounts (USOA). The USOA was developed by the FCC as a means of regulating telecommunications companies subject to rate base regulation. As a carrier not subject to rate base regulation, FRC maintains its book of accounts in accordance with Generally Accepted Accounting Principles (GAAP). Accordingly, FRC requests an exemption from the USOA requirements. We grant the Company's request for the reasons stated above.

7. Should the Company become interconnected to the public switched telephone network for the direct provision of local exchange service to South Carolina consumers, it is required to comply with Title 23, Chapter 47, of the South Carolina Code, Annotated, which governs the establishment and implementation of a "Public Safety Communications Center," which is more commonly known as a "911 system" or "911 service." Services available through a 911 system include law enforcement, fire, and emergency medical services. In recognition of the necessity of quality 911 services being provided to the citizens of South Carolina, the Commission hereby instructs FRC to contact the appropriate authorities regarding 911 service in the counties and cities where the Company will be operating, should the Company become interconnected to the public switched telephone network. Contact with the appropriate 911 service authorities is to be made before beginning local telephone service in South Carolina. Accompanying this Order is a memo from the State 911 Office of the Office of Research & Statistics of the South Carolina Budget and Control Board. This memo provides information about contacting County 911 Coordinators. By this Order and prior to providing local telephone services in South Carolina, FRC shall contact the 911 coordinator in each county (and city where the city has its own 911 system) and shall provide information regarding the Company's operations as required by the 911 system.

8. The settlement agreement entered into between FRC and ORS is hereby approved.

9. This Order shall remain in full force and effect until further Order of the Commission.

BY ORDER OF THE COMMISSION:

Randy Mitchell, Chairman

ATTEST:

G. O’Neal Hamilton, Vice-Chairman

(SEAL)

BEFORE
THE PUBLIC SERVICE COMMISSION OF
SOUTH CAROLINA

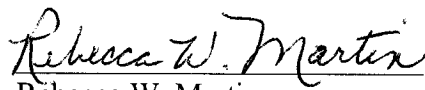
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Provide Intrastate Telecommunications)
Services as a Carrier's Carrier)
_____)

**CERTIFICATE
OF SERVICE**

I, Rebecca W. Martin, Secretary for McNair Law Firm, P. A., do hereby certify that I have this date served one (1) copy of a Proposed Order regarding the above-referenced matter on the following party of record by causing said copy to be deposited with the United States Mail, first class postage prepaid, affixed thereto and addressed as follows:

Shannon B. Hudson, Esquire
South Carolina Office of Regulatory Staff
Post Office Box 11263
Columbia, South Carolina 29211


Rebecca W. Martin
McNair Law Firm, P.A.
Post Office Box 11390
Columbia, South Carolina 29211
(803) 799-9800

July 17, 2006

Columbia, South Carolina